

RECORDATION NO. 26617-C FILED

NOV 24 '10 -1 20 PM

SURFACE TRANSPORTATION BOARD



Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

November 24, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Partial Termination of Lease dated February 16, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Tennessee Valley Authority
1101 Market Street
Chattanooga, TN 37402

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26617.

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-two (122) railcars as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Partial Termination of Lease.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

Chicago Des Moines

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION OF LEASE


Memorandum of Partial Termination of Lease dated as of February 16, 2010 by Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**").

WITNESSETH:

1. Lessor and Tennessee Valley Authority (the "**Lessee**") are parties to that certain Lease Agreement (the "**Lease Agreement**"), dated August 16, 2005, and Schedule No. 6 thereto dated as of September 26, 2006 (the "**Schedule**"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "**Lease**.")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease Agreement dated as of September 26, 2006 with the Surface Transportation Board on October 13, 2006 under Recordation Number 26617.
3. The railcars listed on Exhibit 1 attached hereto have been terminated and are no longer covered under the Lease.
4. The remaining railcars under the Lease are not terminated and continue to be subject to the Notice of Lease referenced above.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUMI RAIL CAPITAL, LLC

By: 
Name: John O'Bryan
Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 24th day of November, 2010, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: July 7, 2012

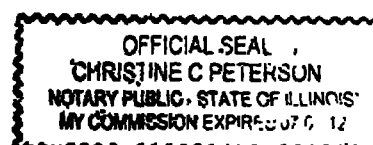


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	452129	42	MBKX	452172	83	MBKX	452214
2	MBKX	452130	43	MBKX	452173	84	MBKX	452215
3	MBKX	452131	44	MBKX	452174	85	MBKX	452217
4	MBKX	452132	45	MBKX	452175	86	MBKX	452218
5	MBKX	452133	46	MBKX	452176	87	MBKX	452219
6	MBKX	452134	47	MBKX	452177	88	MBKX	452220
7	MBKX	452135	48	MBKX	452178	89	MBKX	452221
8	MBKX	452137	49	MBKX	452179	90	MBKX	452223
9	MBKX	452138	50	MBKX	452180	91	MBKX	452224
10	MBKX	452139	51	MBKX	452181	92	MBKX	452225
11	MBKX	452140	52	MBKX	452182	93	MBKX	452226
12	MBKX	452141	53	MBKX	452183	94	MBKX	452228
13	MBKX	452142	54	MBKX	452184	95	MBKX	452229
14	MBKX	452143	55	MBKX	452185	96	MBKX	452230
15	MBKX	452144	56	MBKX	452186	97	MBKX	452232
16	MBKX	452145	57	MBKX	452187	98	MBKX	452234
17	MBKX	452146	58	MBKX	452188	99	MBKX	452235
18	MBKX	452147	59	MBKX	452189	100	MBKX	452236
19	MBKX	452148	60	MBKX	452190	101	MBKX	452237
20	MBKX	452150	61	MBKX	452191	102	MBKX	452238
21	MBKX	452151	62	MBKX	452192	103	MBKX	452239
22	MBKX	452152	63	MBKX	452193	104	MBKX	452240
23	MBKX	452153	64	MBKX	452194	105	MBKX	452241
24	MBKX	452154	65	MBKX	452195	106	MBKX	452242
25	MBKX	452155	66	MBKX	452196	107	MBKX	452245
26	MBKX	452156	67	MBKX	452197	108	MBKX	452247
27	MBKX	452157	68	MBKX	452198	109	MBKX	452249
28	MBKX	452158	69	MBKX	452199	110	MBKX	452250
29	MBKX	452159	70	MBKX	452200	111	MBKX	452251
30	MBKX	452160	71	MBKX	452201	112	MBKX	452252
31	MBKX	452161	72	MBKX	452203	113	MBKX	452253
32	MBKX	452162	73	MBKX	452204	114	MBKX	452254
33	MBKX	452163	74	MBKX	452205	115	MBKX	452255
34	MBKX	452164	75	MBKX	452206	116	MBKX	452256
35	MBKX	452165	76	MBKX	452207	117	MBKX	452257
36	MBKX	452166	77	MBKX	452208	118	MBKX	452258
37	MBKX	452167	78	MBKX	452209	119	MBKX	452259
38	MBKX	452168	79	MBKX	452210	120	MBKX	452261
39	MBKX	452169	80	MBKX	452211	121	MBKX	452262
40	MBKX	452170	81	MBKX	452212	122	MBKX	452263
41	MBKX	452171	82	MBKX	452213			